



Larry B. Litton, Jr.
President and Chief Executive Officer
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April 27, 2011

PRIVILEGED AND CONFIDENTIAL; CONFIDENTIAL TREATMENT REQUESTED

Mr. Michael Drobac
Vice President
Testing and Monitoring
Making Home Affordable – Compliance (MHA-C)
8000 Jones Branch Drive
McLean, VA 22102

RE: MHA-C Audit Report Litton Loan Servicing LP

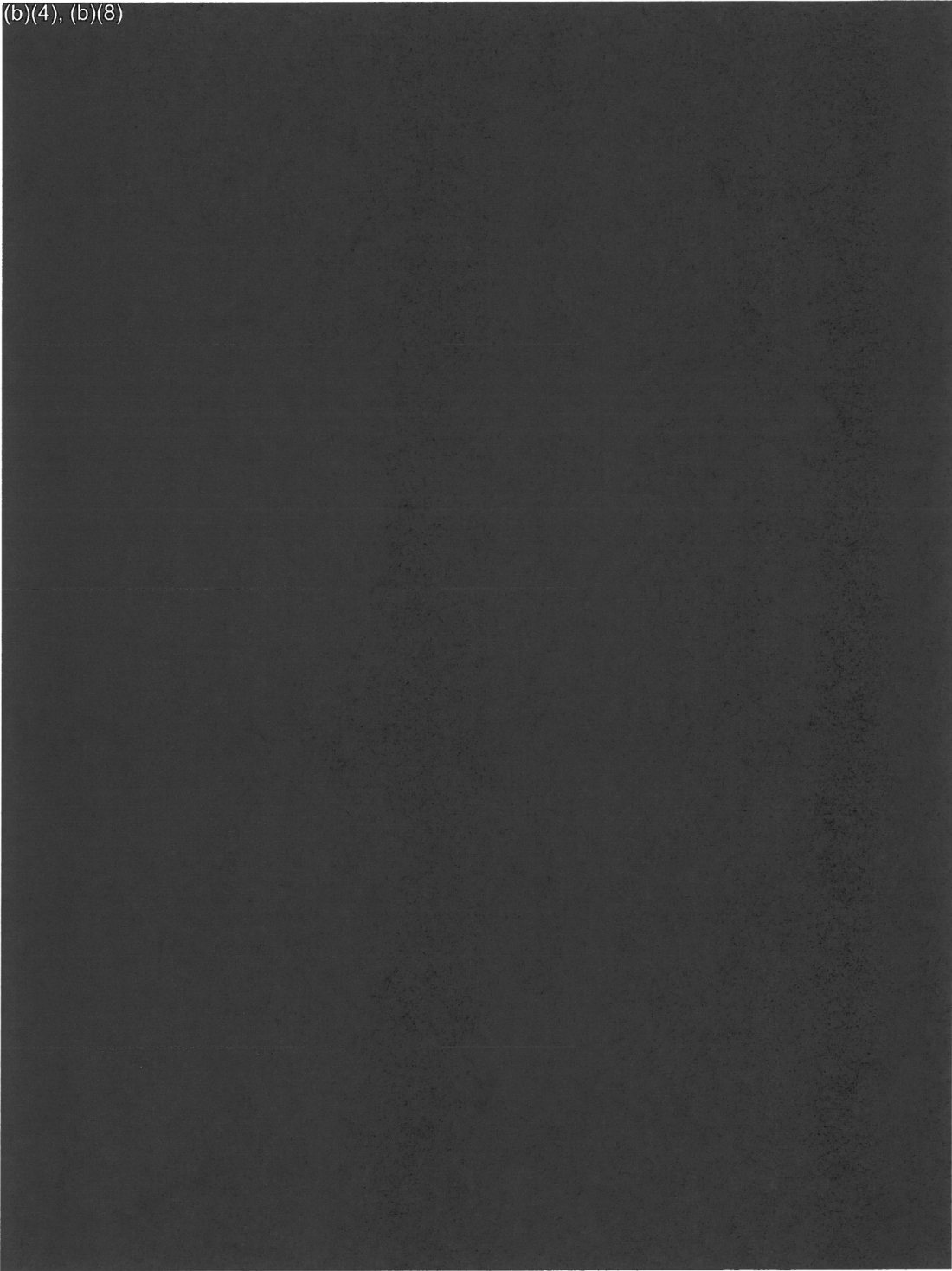
Dear Mr. Drobac:

Litton Loan Servicing LP ("Litton") is in receipt of your letter ("Letter") dated March 28, 2011, outlining ten observations from the July 12-16, 2010 Management Compliance Audit ("MCA") review of Litton conducted by Making Home Affordable – Compliance ("MHA-C") as the Compliance Agent for the U.S. Department of the Treasury under the Home Affordable Modification Program ("HAMP"). The observations are constructive and useful in our continuous efforts to maintain the highest standards of compliance with the Making Home Affordable program. We appreciate the opportunity to respond to the observations addressed in the Letter.

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(b)(4), (b)(8)



Litton requests that this letter and the accompanying documents be treated as confidential and non-public under both the terms of that certain Commitment to Purchase Financial Instrument and Servicer Participation Agreement dated August 6, 2009 by and between

Litton Loan Servicing, LP and the Federal National Mortgage Association, as financial agent for the United States, including without limitation the related Financial Instrument (the "SPA") and the Freedom of Information Act ("FOIA"), 5 U.S.C. § 552, and applicable regulations adopted by the U.S. Department of the Treasury ("Treasury"), including 31 C.F.R. pt. 1, and the Federal Housing Finance Agency ("FHFA").

Litton requests confidential treatment of this letter and the confidential attachment pursuant to the bank examination exemption from FOIA, which protects matters that are "contained in or related to examination, operating, or condition reports prepared by, on behalf of, or for the use of an agency responsible for the regulation or supervision of financial institutions." 5 U.S.C. § 552(b)(8). The accompanying documents describe and reflect the operations of Litton as a participant in HAMP, subject to the supervision of Treasury through Freddie Mac, its agent for audit purpose.

In accordance with 31 C.F.R. § 1.6, Litton also requests to receive notification of and an opportunity to contest disclosure of this letter and the accompanying documents pursuant to a FOIA request. The individual who should receive this notice on Litton's behalf is Ms. Ann Kelley, General Counsel, Litton Loan Servicing, LP. Ms. Kelley may be reached by phone at 713-966-8879, or by mail at 4828 Loop Central Drive, Houston, TX 77081.

In closing, we appreciate the constructive dialogue between our teams during and after the review, and we look forward to working with MHA-C in the future. Litton takes these matters seriously, and we want to take all necessary steps to ensure that the Company services loans in full compliance with the Making Home Affordable guidelines.

If you have any questions about this response or require additional information, please contact me at (713)966-8803. Thank you for your kind consideration.

Sincerely,



Larry B. Litton, Jr.
President and Chief Executive Officer
Litton Loan Servicing LP

Enclosures: Exhibit C7.A, Exhibit C8.A



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March 27, 2010

PRIVILEGED AND CONFIDENTIAL: Contains proprietary information, confidential treatment is requested.

Deborah Mace
MHA-C Compliance Director
Making Home Affordable – Compliance
8000 Jones Branch Drive,
Mailstop C3F
McLean, VA 22102

Re: MHA-C Compliance Audit Report for Litton Loan Servicing, LP

Dear Ms. Mace:

This letter responds to the February 24, 2010 MHA-C Compliance Audit Report (the "Report") to Litton Loan Servicing LP ("Litton") in which Making Home Affordable – Compliance ("MHA-C"), as the Compliance Agent for the U.S. Treasury Department under the Home Affordable Modification Program ("HAMP" or "the Program"), reported the results of its Management Compliance Audit ("MCA"). The MCA assessed Litton's compliance with its Servicer Participation Agreement ("SPA") and with HAMP Supplemental Directives, from the date of Litton's entry into the Program, August 6, 2009 to November 13, 2009.

The observations and items for management attention are constructive and useful to our continuous efforts to strengthen Litton's ability to maintain the highest standards of servicing residential mortgage loans. We value the relationship that we have with the MHA-C, understand the importance of the issues identified in the Report, and will provide details on the specific measures taken to remediate the findings. For your convenience, we have included your comments in the attached (in bold), followed by the response from Litton.

(b)(4), (b)(8)

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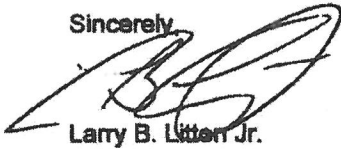
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Ms. Deborah Mace
March 27, 2010

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In closing, we appreciate the constructive dialogue between our two teams during and after the audit. We hope that the details expressed in this response adequately address your concerns, and we look forward to working with the MHA-C in the future. If you have any questions or comments, please do not hesitate to contact me at (713) 966-8803.

Sincerely,

A handwritten signature in black ink, appearing to be "Larry B. Litten Jr.", written over a horizontal line.

Larry B. Litten Jr.

Enclosures